

ORIGINAL  
INTERVENTION



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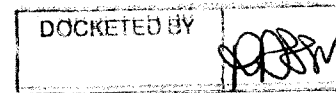
2011 JUN 30 A 9:51

AZ CORP COMMISSION  
DOCKET CONTROL

Arizona Corporation Commission  
DOCKETED

JUN 30 2011

June 29, 2011



Arizona Corporation Commission  
Attention: Docket Control  
1200 West Washington Street, Room 108  
Phoenix, Arizona 85007


Re: Town of Paradise Valley's Motion to Intervene  
DOCKET NO. W-01303A-11-0101

Dear Sir/Madam:

Please file the attached original, plus 13 copies, of the above-referenced motion with the Arizona Corporation Commission, and return a conformed copy in the enclosed envelope.

Thank you for your assistance in this matter.

Sincerely,

  
Nancy A. James  
Paralegal

nj  
Enclosures

1 **BEFORE THE ARIZONA CORPORATION COMMISSION**

**RECEIVED**

2011 JUN 30 A 9:51

AZ CORP COMMISSION  
DOCKET CONTROL

2 **COMMISSIONERS**

3 **GARY PIERCE**

4 Chairman

6 **BOB STUMP**

7 Commissioner

9 **PAUL NEWMAN**

10 Commissioner

12 **SANDRA D. KENNEDY**

13 Commissioner

14 **BRENDA BURNS**

15 Commissioner

17 **IN THE MATTER OF THE APPLICATION )**

18 **OF ARIZONA-AMERICAN WATER )**

19 **COMPANY, FOR A WAIVER UNDER )**

20 **A.A.C. R14-2-806 OR, IN THE )**

21 **ALTERNATIVE, NOTICE OF INTENT TO )**

22 **REORGANIZE UNDER A.A.C. R14-2-803 )**

**DOCKET NO. W-01303A-11-0101**

**TOWN OF PARADISE VALLEY'S**

**MOTION TO INTERVENE**

24 The Town of Paradise Valley (the "Town"), hereby moves the Arizona Corporation

25 Commission ("Commission") for leave to intervene in the above-captioned proceeding pursuant

26 to A.A.C. R14-3-105. This motion is supported by the following facts and information:

27 1. On March 2, 2011 Arizona-American Water Company (Arizona-American") filed

28 an application with the Commission by which Arizona-American's parent company, American

29 Water Works Company, Inc. will sell all of the issued and outstanding shares of Arizona-

30 American's common stock to EPCOR Water (USA) Inc. (the "Transaction").

31 2. Arizona-American has requested that the Commission either order that the

32 Affiliated Interests Rules do not apply to the Transaction, grant a waiver, or approve the

33 Transaction without a hearing.

34 3. The Town of Paradise Valley wishes to intervene to properly monitor the

1 application, to look out for the Town's best interests, and to ensure that the Transaction does not  
2 create any issues with, or material changes to, the quality standards or costs of water utility  
3 services for the Paradise Valley Water District.

4 4. The Town Council for the Town of Paradise Valley has authorized the filing of  
5 this Motion to Intervene (see, Town of Paradise Valley's Resolution No. 1239, attached hereto as  
6 Exhibit A).

7 5. Granting intervenor status to the Town will not cause the issues to be unduly  
8 broadened. Council for the Town has contacted counsel for the Company, Staff, and RUCO and  
9 was informed that none of those parties would object to the Town's intervention in this case.

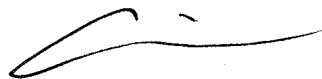
10 6. The name, address, telephone number, facsimile number and e-mail address of the  
11 attorney for the Town, upon whom service of all documents are to be made are:

12 Andrew M. Miller  
13 Town Attorney  
14 6401 E. Lincoln Drive  
15 Paradise Valley, AZ 85253  
16 Phone: (480) 348-3691  
17 Facsimile: (480) 596-3790  
18 E-mail: [amiller@paradisevalleyaz.gov](mailto:amiller@paradisevalleyaz.gov)

19 WHEREFORE, the Town requests that the Commission grant its motion to intervene in  
20 the above-captioned proceeding.

21 Respectfully submitted this 29<sup>th</sup> day of June, 2011.

22  
23 Town of Paradise Valley

24  
25 

26  
27 Andrew M. Miller, Town Attorney  
28 6401 E. Lincoln Drive  
29 Paradise Valley, AZ 85253  
30 Attorney for Town of Paradise Valley  
31  
32  
33

1 ORIGINAL and thirteen (13) copies of the  
2 Foregoing have been filed with Docket  
3 Control this 29 day of June, 2011  
4

5 Lyn Farmer  
6 Administrative Law Judge  
7 Hearing Division  
8 Arizona Corporation Commission  
9 1200 West Washington St.  
10 Phoenix, Arizona 85007  
11

Janice Alward, Chief Counsel  
Legal Division  
Arizona Corporation Commission  
1200 West Washington St.  
Phoenix, Arizona 85007

12 Steven Olea, Director  
13 Utilities Division  
14 Arizona Corporation Commission  
15 1200 West Washington St.  
16 Phoenix, Arizona 85007  
17

Robert Rials  
22155 N. Mission Drive  
Sun City West, Arizona 85375

18 Thomas H. Campbell  
19 Michael T. Hallam  
20 Lewis & Roca LLP  
21 40 North Central Avenue  
22 Phoenix, Arizona 85004  
23 Attorneys for Arizona-American Water  
24

Daniel Pozefsky  
Chief Counsel  
Residential Utility Consumer Office  
1110 West Washington Ste., Ste 220  
Phoenix, AZ 85007

25 Arizona Reporting Service, Inc.  
26 2200 North Central Avenue, Ste 502  
27 Phoenix, Arizona 85004-1481  
28

29 By: 

## **EXHIBIT A**



STATE OF ARIZONA            )  
  :SS.  
COUNTY OF MARICOPA        )

### CERTIFICATION

I, Duncan Miller, Town Clerk of the Town of Paradise Valley, Arizona hereby certify that the following is a full, true, and correct copy of Resolution Number 1239 duly passed and adopted by a majority vote of the Town Council called and held on the 23<sup>rd</sup> day of June, 2011. Said Resolution appears in the minutes of said meeting, and the same has not been rescinded or modified and is now in full force and effect.

I further certify that said municipal corporation is duly organized and existing, and has the power to take the action called for by the Resolution.

  
Duncan Miller, Town Clerk

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3  
4                   **RESOLUTION NUMBER 1239**  
5

6                   **A RESOLUTION OF THE MAYOR AND COUNCIL OF**  
7                   **THE TOWN OF PARADISE VALLEY, ARIZONA,**  
8                   **AUTHORIZING AND DIRECTING THE FILING OF A**  
9                   **MOTION TO INTERVENE AS AN INTERESTED PARTY**  
10                  **IN THE MATTER OF THE APPLICATION OF**  
11                  **ARIZONA-AMERICAN WATER COMPANY, AN**  
12                  **ARIZONA CORPORATION, FOR THE SALE OF ALL**  
13                  **ISSUED AND OUTSTANDING SHARES OF ARIZONA**  
14                  **AMERICAN'S COMMON STOCK TO EPCOR WATER**  
15                  **(USA) INC., ARIZONA CORPORATION COMMISSION**  
16                  **DOCKET NO. W-01303A-11-0101**  
17

18                  BE IT RESOLVED BY THE MAYOR AND COUNCIL OF THE TOWN OF  
19                  PARADISE VALLEY, ARIZONA THAT:

20                  WHEREAS, on January 23, 2011 Arizona-American Water Company ("Arizona-  
21                  American") entered into a stock purchase agreement with EPCOR Water (USA) Inc.  
22                  ("EPCOR") for the purchase of all outstanding shares of Arizona-American's  
23                  outstanding shares of common stock (the "Transaction"); and

24                  WHEREAS, EPCOR is a Delaware corporation and holding company formed to  
25                  own water and wastewater treatment facilities in the United States, with headquarters to  
26                  be located in Phoenix, Arizona; and


27                  WHEREAS, Arizona-American filed an application with the Arizona Corporation  
28                  Commission ("ACC") on March 2, 2011 requesting that the ACC either order that the  
29                  Affiliated Interests Rules do not apply to the Transaction; grant a waiver for the  
30                  Transaction; or approve the Transaction without a hearing; said application being  
31                  assigned AC Docket No. W-01303A-11-0101; and  
32

1 WHEREAS, the Town of Paradise Valley should intervene in Docket No. W-  
2 01303A-11-0101 in order to properly monitor the application; to look out for the Town of  
3 Paradise Valley's best interests; and to ensure that the Transaction does not create any  
4 issues with or material changes to the quality standards or costs of water utility services  
5 for the Paradise Valley Water District.

6 NOW, THEREFORE, BE IT RESOLVED, that the Town Attorney is authorized  
7 to file a motion to intervene in Docket No. W-01303A-11-0101;

8 FURTHER RESOLVED, that the Town Manager and Town Attorney are  
9 authorized to report back to the Council on the matter of the application for the sale of  
10 stocks from Arizona Water to EPCOR USA and to take all actions necessary to protect  
11 the Town's interests.

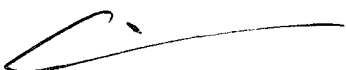
12 PASSED AND ADOPTED by the Town Council this 23rd day of June, 2011.  
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\_\_\_\_\_  
Scott P. LeMarr, Mayor

20 ATTEST:  
21

22   
23 Duncan Miller, Town Clerk  
24

25  
26 APPROVED AS TO FORM  
27

28   
29 \_\_\_\_\_  
30 Andrew M. Miller, Town Attorney  
31  
32  
33